

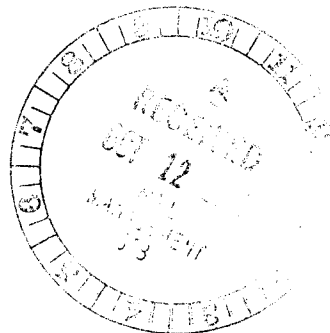


First Union Rail Corporation  
NC5811  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018-4214  
Tel 847 318-7575  
Fax 847 318-7588

VIA UPS NEXT DAY AIR

October 11, 2000

Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment



Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated June 2, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation number 22661 on December 22, 1999.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Norfolk Southern Railway Corporation  
110 Franklin Road  
Roanoke, VA 24042-0072

A description of the railroad equipment covered by the enclosed document is two hundred fifty (250) 52'6" gondola cars with 5'6" sides with car numbers NS 200800 - 201049.

A short summary of the document to appear in the index follows:

Memorandum of Lease between First Union Rail Corporation, Lessor and Norfolk Southern Railway Corporation, Lessee, covering 250 52'6" gondola cars with 5'6" sides with car numbers NS 200800 - 201049.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

Tiffany Chase-Morrison  
Manager of Documentation

Enclosures

(NS028)

RECORDATION NO. 22661-B FILED

OCT 17 '00 11:34 AM

SURFACE TRANSPORTATION BOARD

## MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 2nd day of June, 2000, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Norfolk Southern Railway Company ("Lessee"), a Virginia corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of August 30, 1996, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 17 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of July 21, 2000 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

**LESSOR:**

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. SeymourName: RICHARD F. SEYMOURTitle: Vice President Sales & MarketingBy: K. A. DomrowskiName: K. A. DOMROWSKITitle: DIRECTOR OF DOCUMENTATION Executed on this 2nd day of June, 2000.

[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 2nd day of June, 2000.

Susan Grokulskey  
Notary Public

My Commission Expires:

8-14-2000  
(Notary Public)

RECORDATION NO. 22661-B FILED

OCT 17 '00 11:34 AM

SURFACE TRANSPORTATION BOARD

**LESSEE:**

NORFOLK SOUTHERN RAILWAY COMPANY

By: J M Reynolds

Name: J. M. REYNOLDS

Title: MANAGER - PURCHASING

ATTEST:

By: LA Brooks

Name: LA Brooks

Title: Asst. Mgr. Svc. Cont.

Executed on this 22 day of JUNE, 2000.

[CORPORATE SEAL]

STATE OF VIRGINIA

COUNTY OF ROANOKE

I, E. L. BARNETT, a Notary Public of the County and State aforesaid, certify that S. M. REYNOLDS personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 22 day of JUNE, 2000.

E L Barnett

Notary Public

Commission Expires:

1-31-2003

(Notary Public)

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS:	Two hundred fifty (250)
DESCRIPTION OF CARS:	52' 6" gondola cars with 5' 6" sides, 286,000 GRL
CAR NUMBERS:	NS 200800 - 201049